

# CRAVATH, SWAIN & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX RECORDATION NO. 11661-E  
RCA 233663  
WUD 125547  
WUI 620976

JUL 9 1980 - 2 00 PM  
INTERSTATE COMMERCE COMMISSION

Date 7/10/80  
Fee \$ 16.00

ICC Washington, D. C.

July 7, 1980

The Chesapeake and Ohio Railway Company  
Reconstruction and Conditional Sale Financing  
Dated as of March 1, 1980  
Conditional Sale Indebtedness Due June 30, 1990

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, enclosed for filing and recordation on behalf of The Chesapeake and Ohio Railway Company are counterparts of an Amendment Agreement No. 1 dated as of April 10, 1980, between The Chesapeake and Ohio Railway Company, Mercantile-Safe Deposit and Trust Company, as Agent, and The Connecticut Bank and Trust Company, as Trustee, amending a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980, between Mercantile-Safe Deposit and Trust Company, as Agent, The Chesapeake and Ohio Railway Company and The Connecticut Bank and Trust Company, as Trustee, filed under Recordation No. 11661 on April 9, 1980; and a Lease of Railroad Equipment dated as of March 1, 1980, between The Chesapeake and Ohio Railway Company and The Connecticut Bank and Trust Company, as Trustee, filed under Recordation No. 11661-B on April 9, 1980.

The addresses of the parties to the above documents are:

The Chesapeake and Ohio Railway Company  
100 North Charles Street  
Baltimore, Maryland 21201

MAURICE T. MOORE  
WILLIAM B. MARSHALL  
RALPH L. McAFEE  
ROYALL VICTOR  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY

DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
WILLIAM P. DICKEY  
STUART W. GOLD  
JOHN W. WHITE

COUNSEL  
CARLYLE E. MAW  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE G. TYLER

ROSWELL L. GILPATRICK  
L. R. BRESLIN, JR.  
GEORGE B. TURNER  
JOHN H. MORSE  
HAROLD R. MEDINA, JR.  
CHARLES R. LINTON  
ALLEN H. MERRILL  
PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-54  
TELEX: 290530  
33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE 01-606-1421  
TELEX: 6814901  
CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

*See  
Enc. to 11661-E*

*Chesapeake and Ohio Railway Company*

**Interstate Commerce Commission**  
Washington, D.C. 20423

**7/9/80**

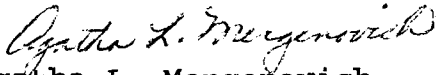
**OFFICE OF THE SECRETARY**

**Jacqueline B. Goodyear  
Cravath, Swaine & Moore  
One Chase Manhattan plaza  
New York, N.Y. 10005**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/9/80** at **2:30pm**, and assigned re-recording number(s). **11661-E**

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

JUL 9 1980 - 2 30 PM

## INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1 dated as of April 10, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&amp;M Ref. 2043-981]

The parties hereto have entered into a Participation Agreement dated as of March 1, 1980 (the "Participation Agreement"), with the Owners and the Investors named therein, pursuant to which the Investors have agreed to finance a portion of the purchase price of used railroad equipment (the "Hulks") to be purchased by the Lessor on behalf of the Owners. The Hulks will be reconstructed by the Builder pursuant to a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980 (the "RCSA"), between the Agent, the Builder and the Lessor, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, under recordation number 11661. The reconstructed equipment will be leased to the Lessee pursuant to a Lease of Railroad Equipment dated as of March 1, 1980

(the "Lease"), between the Lessee and the Lessor, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, under recordation number 11661-B.

The parties hereto have agreed to amend the Participation Agreement, the RCSA and the Lease as follows:

1. The Participation Agreement is hereby amended by (a) deleting the number "75.07" in the last line on page P-1 and substituting therefor the number "76.78"; and (b) deleting the number "6,573,368" in the ninth line of the first full paragraph on page P-3 and substituting therefor the number "6,934,155".

2. The RCSA is hereby amended by deleting the number "75.07" in the eighteenth line of the first full paragraph on page R-4 and in the third line of subparagraph (a) on page R-5 and substituting therefor the number "76.78".

3. The Lease is hereby amended by (a) deleting the number "24.93" in clause (B) in the fourth paragraph of Section 2 and substituting therefor the number "23.22"; and (b) deleting Schedule C thereto and substituting therefor the following:

<u>Date</u>	<u>Percentage of Purchase Price</u>
12/30/80	6.6048127%
6/30/81	4.9907017%
12/30/81	4.9907017%
12/30/82	4.9557544%
12/30/83	4.6477364%
12/30/84	4.2996762%

<u>Date</u>	<u>Percentage of Purchase Price</u>
12/30/85	3.9063680%
12/30/86	3.4619298%
12/30/87	2.7481000%
12/30/88	1.9414722%
12/30/89	1.0299829%

4. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with 49 U.S.C. § 11303.

5. This Amendment Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument.

6. Except as amended hereby, the Participation Agreement, the RCSA and the Lease shall continue in full force and effect. Any reference in such agreements or any agreement contemplated thereby to such agreements shall mean such agreements as amended hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

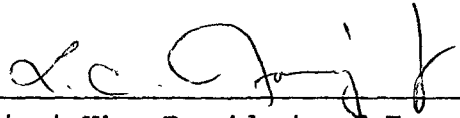
THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

[Corporate Seal]

Attest:

  
Deputy Corporate Secretary

by

  
Assistant Vice-President and Treasurer

APPROVED AS TO FORM

  
ASSISTANT GENERAL ATTORNEY

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent,

[Corporate Seal]

by

Attest:

\_\_\_\_\_  
Assistant Vice President

\_\_\_\_\_  
Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST  
COMPANY, not in its individual  
capacity but solely as Trustee,

[Corporate Seal]

by

Attest:

\_\_\_\_\_

STATE OF OHIO,           )  
                                  ) ss.:  
COUNTY OF CUYAHOGA,)

On this 24TH day of June 1980, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE-PRESIDENT + TREASURER of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Clara Masuga  
Notary Public

[Notarial Seal]

My Commission expires **CLARA MASUGA, Notary Public**  
State of Ohio - Cuyahoga County  
My Commission Expires April 21, 1984

STATE OF MARYLAND, )  
                                  ) ss.:  
CITY OF BALTIMORE, )

On this            day of June 1980, before me personally appeared           , to me personally known, who, being by me duly sworn, says that he is of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

STATE OF CONNNECTICUT,) )  
 ) ss.:  
COUNTY OF HARTFORD, )

On this            day of June 1980, before me personally appeared           , to me personally known, who, being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

---

Notary Public

[Notarial Seal]

My Commission expires



E

AMENDMENT AGREEMENT No. 1 dated as of April 10, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&M Ref. 2043-981]

The parties hereto have entered into a Participation Agreement dated as of March 1, 1980 (the "Participation Agreement"), with the Owners and the Investors named therein, pursuant to which the Investors have agreed to finance a portion of the purchase price of used railroad equipment (the "Hulks") to be purchased by the Lessor on behalf of the Owners. The Hulks will be reconstructed by the Builder pursuant to a Reconstruction and Conditional Sale Agreement dated as of March 1, 1980 (the "RCSA"), between the Agent, the Builder and the Lessor, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, under recordation number 11661. The reconstructed equipment will be leased to the Lessee pursuant to a Lease of Railroad Equipment dated as of March 1, 1980

(the "Lease"), between the Lessee and the Lessor, which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 9, 1980, under recordation number 11661-B.

The parties hereto have agreed to amend the Participation Agreement, the RCSA and the Lease as follows:

1. The Participation Agreement is hereby amended by (a) deleting the number "75.07" in the last line on page P-1 and substituting therefor the number "76.78"; and (b) deleting the number "6,573,368" in the ninth line of the first full paragraph on page P-3 and substituting therefor the number "6,934,155".

2. The RCSA is hereby amended by deleting the number "75.07" in the eighteenth line of the first full paragraph on page R-4 and in the third line of subparagraph (a) on page R-5 and substituting therefor the number "76.78".

3. The Lease is hereby amended by (a) deleting the number "24.93" in clause (B) in the fourth paragraph of Section 2 and substituting therefor the number "23.22"; and (b) deleting Schedule C thereto and substituting therefor the following:

<u>Date</u>	<u>Percentage of Purchase Price</u>
12/30/80	6.6048127%
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12/30/85	3.9063680%
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4. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with 49 U.S.C. § 11303.

5. This Amendment Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument.

6. Except as amended hereby, the Participation Agreement, the RCSA and the Lease shall continue in full force and effect. Any reference in such agreements or any agreement contemplated thereby to such agreements shall mean such agreements as amended hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

[Corporate Seal]

by

Attest:

\_\_\_\_\_

\_\_\_\_\_

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent,


[Corporate Seal]

by



Assistant Vice President

Attest:



Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST  
COMPANY, not in its individual  
capacity but solely as Trustee,

[Corporate Seal]

by

Attest:

\_\_\_\_\_

STATE OF OHIO,           )  
                                  ) ss.:  
COUNTY OF CUYAHOGA,)

On this            day of June 1980, before me personally appeared           , to me personally known, who, being by me duly sworn, says that he is of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)  
                                  ) ss.:  
CITY OF BALTIMORE,)

On this 23<sup>rd</sup> day of June 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires 7-1-82

STATE OF CONNNECTICUT,) )  
 ) ss.:  
COUNTY OF HARTFORD, )

On this            day of June 1980, before me personally appeared            , to me personally known, who, being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

---

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT AGREEMENT No. 1 dated as of April 10, 1980, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and J. P. MORGAN INTERFUNDING CORP. (the "Owners").

[CS&M Ref. 2043-981]

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<u>Date</u>	<u>Percentage of Purchase Price</u>
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4. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with 49 U.S.C. § 11303.

5. This Amendment Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument.

6. Except as amended hereby, the Participation Agreement, the RCSA and the Lease shall continue in full force and effect. Any reference in such agreements or any agreement contemplated thereby to such agreements shall mean such agreements as amended hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

[Corporate Seal]

by

Attest:

\_\_\_\_\_

\_\_\_\_\_

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent,

[Corporate Seal]

by

Attest:

Assistant Vice President

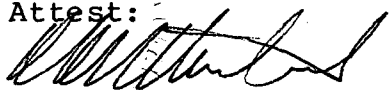
Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST  
COMPANY, not in its individual  
capacity but solely as Trustee,

[Corporate Seal]

by

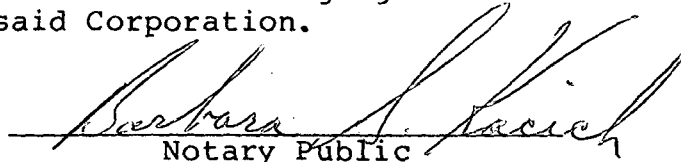
Attest:





STATE OF CONNNECTICUT, )  
 ) ss.:  
COUNTY OF HARTFORD, )

On this 23<sup>rd</sup> day of June 1980, before me personally appeared **DONALD E. SMITH**, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

  
Notary Public

**BARBARA S. KACICH**  
NOTARY PUBLIC

**MY COMMISSION EXPIRES MARCH 31, 1982**

[Notarial Seal]

My Commission expires